

**EXHIBIT A**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
: Case No. 05-44481 (RDD)  
DELPHI CORPORATION, INC., et al., : (Jointly Administered)  
Debtors. :  
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR  
PROFESSIONALS IN RESPECT OF FIRST APPLICATION OF MAYER, BROWN,  
ROWE & MAW LLP, SPECIAL INFORMATION TECHNOLOGY OUTSOURCING  
COUNSEL TO DEBTORS, FOR ALLOWANCE OF INTERIM COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF  
ACTUAL AND NECESSARY EXPENSES INCURRED FROM  
FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

I, Paul J. N. Roy, hereby certify that:

1. I am a partner with the applicant firm, Mayer, Brown, Rowe & Maw LLP ("Mayer Brown"), with responsibility for the chapter 11 cases of Delphi Corporation and its affiliates (collectively, the "Debtors"), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines"), and the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement

of Expenses of Professionals (the “Interim Compensation Order”, and collectively with the Local Guidelines and the UST Guidelines, the “Guidelines”).

2. This certification is made in respect of Mayer Brown’s application, dated July 31, 2006 (the “Application”), for interim compensation and reimbursement of expenses for the period commencing February 1, 2006 through and including May 31, 2006 (the “Application Period”).

3. In respect of section B.1 of the Local Guidelines, I certify that:
  - a. I have read the Application;
  - b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within Local Guidelines;
  - c. the fees and disbursements sought are billed at rates in accordance with practices customarily employed at Mayer Brown and generally accepted by Mayer Brown’s clients; and
  - d. in providing a reimbursable service, Mayer Brown will not make a profit on that service, whether the service is performed by Mayer Brown in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that Mayer Brown complied with these provisions requiring it to provide the Debtors, the attorneys for the Debtors’ prepetition and postpetition lenders, the attorneys for the statutory creditors’ committee appointed in these cases, and the Office of the United States Trustee for the Southern District of New York, on a monthly basis, with a statement of Mayer Brown’s fees and disbursements accrued during the previous month.

5. In respect of section B.3 of the Local Guidelines, I certify that (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att’n: David Sherbin, Esq., (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100,

New York, New York 10004, Att'n: Alicia M. Leonhard, Esq., (iii) counsel for the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg, Esq., (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., (v) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Donald Bernstein, Esq. and Brian Resnick, Esq., (vi) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (vii) counsel to the Debtors Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, Att'n: M. Janine Jjingo, Esq., and (viii) the members of the Fee Review Committee are each being provided with a copy of the Application.

Dated: July 31, 2006

/s/ Paul J. N. Roy, Esq.

Paul J. N. Roy, Esq.  
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